

(Vernon Part - Qtd.)

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21290
RECORDATION NO. *[Signature]* FILED

MAR 20 '98 11-05 AM

OF COUNSEL
URBAN A. LESTER

21290-A, B, C

RECORDATION NO. *[Signature]* FILED
MAR 20 '98 11-05 AM
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RECEIVED
SURFACE TRANSPORTATION
BOARD

March 20, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: New Jersey Transit Corporation
(1998-CCC-2)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease Agreement, dated as of March 20, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of each of the following secondary documents related thereto: Memorandum of Sublease Agreement, Memorandum of Loan and Security Agreement and Memorandum of Leasehold Pledge Agreement.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement

Head Lessor: New Jersey Transit Corporation
One Penn Plaza
Newark, New Jersey 07105

Head Lessee: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
March 20, 1998
Page 2

Sublease Agreement

Lessor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: New Jersey Transit Corporation
One Penn Plaza
Newark, New Jersey 07105

Loan and Security Agreement

Trustee: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Secured Party: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
PO Box 309
Grand Cayman, Cayman Islands BWI

Leasehold Pledge Agreement

Pledgor: New Jersey Transit Corporation
One Penn Plaza
Newark, New Jersey 07105

Pledgee: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to the Memoranda.

Mr. Vernon A. Williams
March 20, 1998
Page 3

Also enclosed is a check in the amount of \$96.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE AGREEMENT (1998 - CCD 2) 11-05 AM

Memorandum of Lease Agreement (1998 - CCD 2), made and entered into on March ____, 1998 by and between New Jersey Transit Corporation ("Head Lessor"), and Wilmington Trust Company, not in its individual capacity, but solely as Trustee, ("Head Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (1998 - CCD 2), dated as of March ____, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing serial numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (1998 - CCD 2).

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

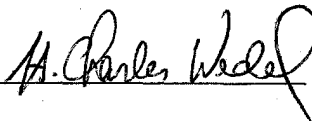
NEW JERSEY TRANSIT CORPORATION

By _____
Name:
Title:

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as Trustee

By _____
Name:
Title:

NEW JERSEY TRANSIT CORPORATION

By 
Name:
Title:

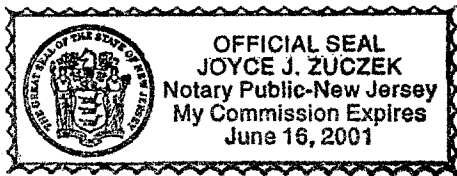
STATE OF NEW JERSEY)

)

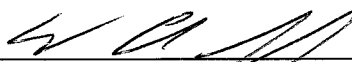
COUNTY OF ESSEX)

On this 18th day of March, 1998 before me personally appeared H. Charles Wedel, to me personally known, who being duly sworn, says that he is the Chief Financial Officer and Treasurer of New Jersey Transit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce J. Zuczek
Notary Public



WILMINGTON TRUST COMPANY, not
in its individual capacity, but solely as
Trustee

By: _____

Name:

Title:

W. Chris Sponenberg
Senior Financial Services Officer

STATE OF Delaware)
)ss:
COUNTY OF New Castle)

On this 18th day of March, 1998 before me personally appeared W. Chris Sponenberg, to me personally known, who being duly sworn, says that he/she is the **Senior Financial Services Officer** of Wilmington Trust Co. that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen A. Pedelini
Notary Public

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

Exhibit A

CCD Rail Five, Inc. (1998-CCD 2)

	<u>Car #</u>	<u>Equipment Description</u>
1.	#1370A	Arrow III multiple unit passengers rail cars
2.	#1371B	Arrow III multiple unit passengers rail cars